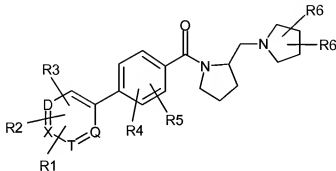


Amendments to the Claims

This claim listing will replace all prior versions of claims and claim listings in the application:

WHAT IS CLAIMED IS:

1. (Currently amended) A compound structurally represented by Formula I



(I)

or a pharmaceutically acceptable salt thereof wherein:

Q, T, X, and D independently represent carbon or nitrogen, provided that no more than two of Q, T, X, and D are nitrogen;

R1, R2, and R3 are independently at each occurrence

-H, -halogen, -(C₁-C₇) alkyl, -CN, -C(O)R7, -C(O)(C₃-C₅)cycloalkyl, -C(O)NR7R8, -OCF₃, -OR7, -NO₂, -NR7R8, -NR9SO₂R7, -NR9C(O)R7, -NR9CO₂R7, -NR9C(O)NR7R8, -SR7, -SO₂R7, -SO₂CF₃, -SO₂NR7R8, -S(O)R7, -O(CH₂)_mNR7R8, -heteroaryl-R9, -phenyl-R9,

provided however that wherein D is nitrogen, then R1 or R2 or R3 are not attached to D, and provided that wherein X is nitrogen, then R1 or R2 or R3 are not attached to X, and provided that wherein T is nitrogen, then R1 or R2 or R3 are not attached to T, and provided that wherein Q is nitrogen, then R1 or R2 or R3 are not attached to Q;

and further provided that when D and X are carbon, then R1 and R2 can



combine to form a 5 or 6 membered ring with D and X, wherein the ring so formed may optionally include one double bond in the case of a five membered ring or two double bonds in the case of a six

membered ring, and wherein one to three ring atoms may optionally be heteroatoms independently selected from N, O, or S;

wherein *m* is 1, 2, 3 or 4;

R4 and R5 are independently at each occurrence

-H, -OH, -halogen, -CF₂H, -CF₃, -(C₁-C₃)alkyl, -O-(C₁-C₃) alkyl;

R6 is independently at each occurrence

-H, -halogen, -CF₃, -(C₁-C₃) alkyl, -NH₂, -NR₇R₈, -OH, -OR₇;

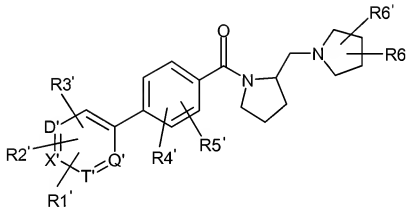
R7 and R8 are independently at each occurrence -H, -(C₁-C₆) alkyl,

Wherein R7 and R8 can combine with the atom to which they are attached to form a 3 to 7 membered ring;

R9 is independently at each occurrence -H, -(C₁-C₃) alkyl;

provided that the compound is other than [4-(6-amino-5-hydroxy-pyridin-3-yl)-phenyl]-(2-pyrrolidin-1-yl)methyl-pyrrolidin-1-yl)-methanone.

2. (Currently amended) A compound structurally represented by Formula II



(II)

or a pharmaceutically acceptable salt thereof wherein:

Q', T', X', and D' independently represent carbon or nitrogen, provided that no more than two of Q', T', X', and D' are nitrogen;

R1' is

-halogen, -(C₁-C₇) alkyl, -CN, -C(O)R₇', -C(O)(C₃-C₅)cycloalkyl, -C(O)NR₇'R₈', -OCF₃, -OR₇', -NO₂, -NR₇'R₈', -NR₉'SO₂ R₇', -NR₉'C(O)R₇', -NR₉'CO₂R₇', -NR₉'C(O)NR₇'R₈', -SR₇', -SO₂R₇', -SO₂CF₃, -SO₂NR₇'R₈', -S(O)R₇', -O(CH₂)_mNR₇'R₈', -heteroaryl-R₉';

R2' and R3' are independently at each occurrence

- H, -halogen, -(C₁-C₇) alkyl, -CN, -C(O)R7', -C(O)(C₃-C₅)cycloalkyl, -C(O)NR7'R8', -OCF₃, -OR7', -NO₂, -NR7'R8', -NR9'SO₂ R7', -NR9'C(O)R7', -NR9'CO₂R7', -NR9'C(O)NR7'R8', -SR7', -SO₂R7', -SO₂CF₃, -SO₂NR7'R8', -S(O)R7', -O(CH₂)_mNR7'R8', -heteroaryl-R9',
 5 provided however that wherein D' is nitrogen, then R1' or R2' or R3' are not attached to D', and provided that wherein X' is nitrogen, then R1' or R2' or R3' are not attached to X', and provided that wherein T' is nitrogen, then R1' or R2' or R3' are not attached to T', and provided that wherein Q' is nitrogen, then R1' or R2' or R3' are not attached to Q';
 10 wherein m is 1, 2, 3 or 4;

R4' and R5' are independently at each occurrence

-H, -OH, -halogen, -CF₂H, -CF₃, -(C₁-C₃)alkyl, -OR9', provided that when R4' is -H, then R5' is not -H,

R6' is independently at each occurrence

- 15 -H, -halogen, -CF₃, -CH₃, -(C₁-C₃) alkyl, -NH₂, -NR7'R8', -OH, -OR7';

R7' and R8' are independently at each occurrence;

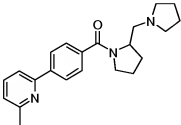
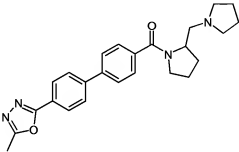
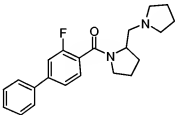
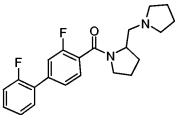
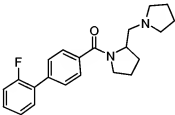
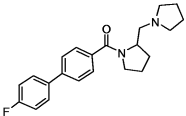
-H, -(C₁-C₆) alkyl optionally substituted with up to three halogens,
 wherein R7' and R8' can combine with the atom to which they are attached
 to form a 3 to 7 membered ring;

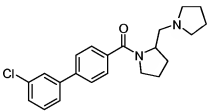
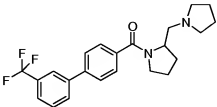
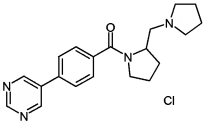
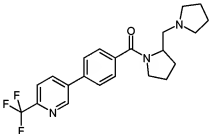
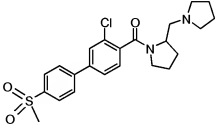
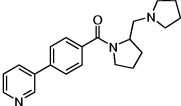
- 20 R9' is independently at each occurrence -H, -(C₁-C₃) alkyl;
provided that the compound is other than [4-(6-amino-5-hydroxy-pyridin-3-yl)-phenyl]-(2-pyrrolidin-1-yl)methyl-pyrrolidin-1-yl)-methanone.

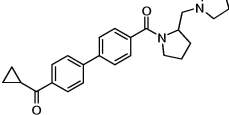
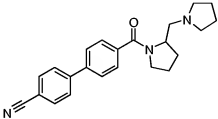
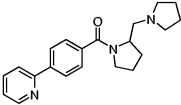
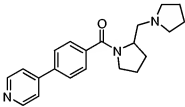
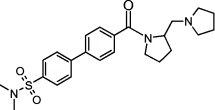
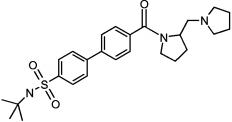
3. (Original) The compound of claim 1, wherein D, X, Q and T are carbon.
- 25 4. (Original) The compound of claim 1, wherein one of D, X, Q or T is nitrogen.
5. (Original) The compound of claim 1 wherein two of D, X, Q or T are nitrogen.
6. (Original) The compound of claim 1 wherein X is carbon and R1 is attached to X.
7. (Currently amended) The compound of claim 6 wherein ~~X is carbon and R1 is attached to X, and~~ R4 is halogen.
- 30 8. (Original) The compound of claim 7 wherein one independent occurrence of R6 is -CH₃ and the second independent occurrence of R6 is H.
9. (Original) The compound of claim 2 wherein X' is carbon and R1' is attached to X'.

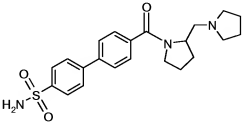
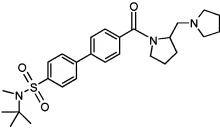
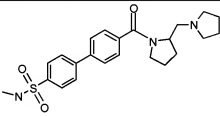
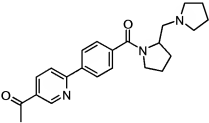
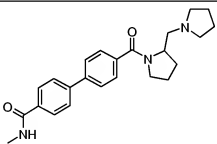
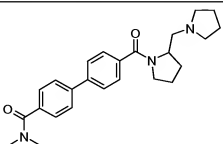
10. (Currently amended) The compound of claim 9 wherein X² is carbon and R^{1'} is attached to X², and R^{4'} is halogen.
11. (Original) The compound of claim 10 wherein one independent occurrence of R^{6'} is -CH₃ and the second independent occurrence of R^{6'} is H.
12. (Currently amended) The compound of claim 1 selected from the group consisting of formulae X1 to X115:

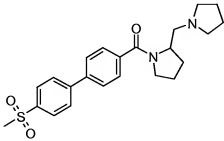
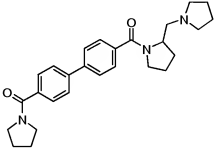
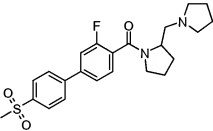
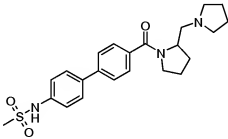
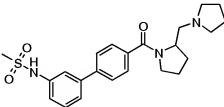
Formula	Structure
X1	
X2	
X3	
X4	

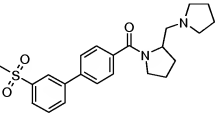
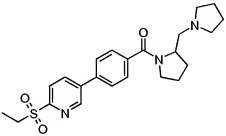
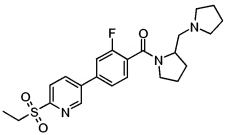
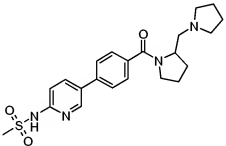
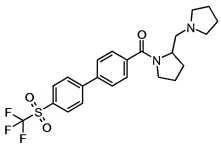
X5	
X6	
X7	
X8	
X9	
X10	

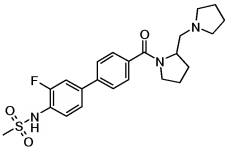
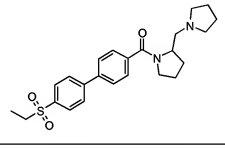
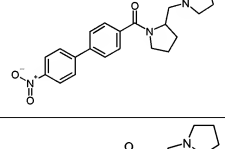
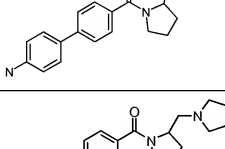
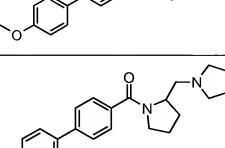

X11	
X12	
X13	
X14	
X15	
X16	

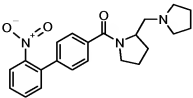
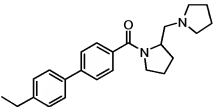
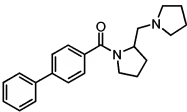
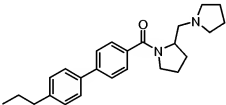
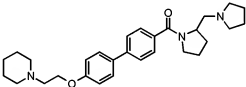
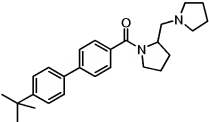
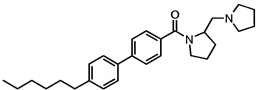
X17	
X18	
X19	
X20	
X21	
X22	

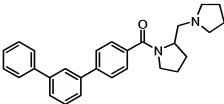
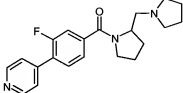
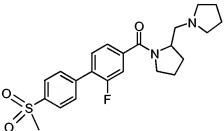
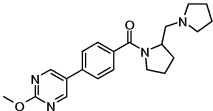
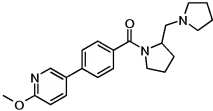
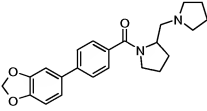
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X24	 <chem>CC(C)(C)NS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X25	 <chem>CNS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X26	 <chem>CC(=O)c1ccncc1-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X27	 <chem>CN(C)C(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X28	 <chem>CN(C)C(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>

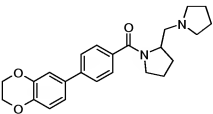
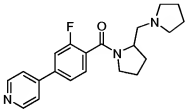
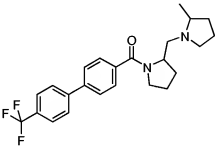
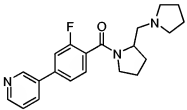
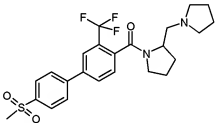
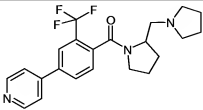
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X31	 <chem>CS(=O)(=O)c1ccc(cc1)-c2ccc(cc2C(=O)N3CCCC3CN4CCCC4)F</chem>
X32	 <chem>CS(=O)(=O)Nc1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X33	 <chem>CS(=O)(=O)Nc1cccc(c1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>

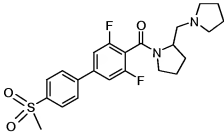
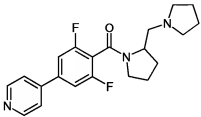
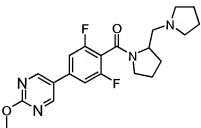
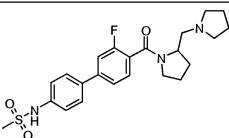
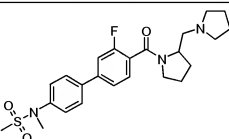
X34	 <chem>CS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X35	 <chem>CCS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X36	 <chem>CCS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X37	 <chem>CS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X38	 <chem>FS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>

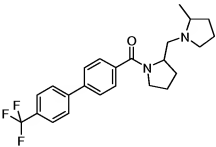
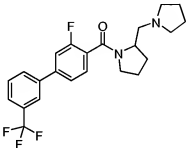
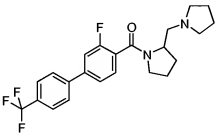
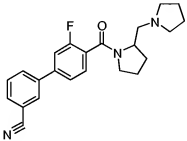
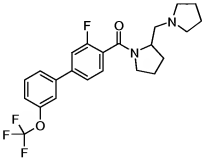
X39	
X40	
X41	
X42	
X43	
X44	

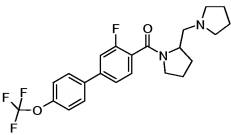
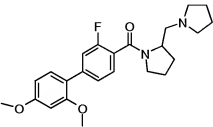
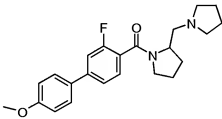
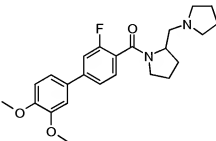
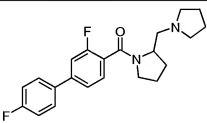
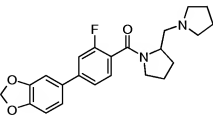
X45	
X46	
X47	
X48	
X49	
X50	
X51	

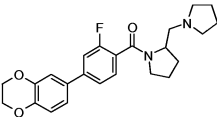
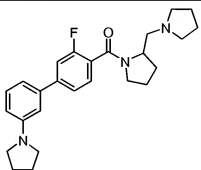
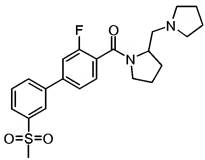
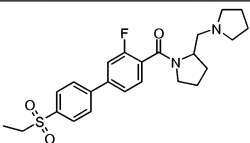
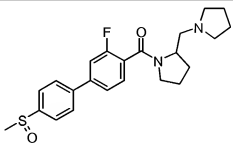
X52	 <chem>C1CCN(C1)Cc2ccc(cc2)C(=O)c3ccc(cc3)-c4ccccc4</chem>
X53	 <chem>C1CCN(C1)Cc2ccc(cc2C(=O)c3ccccc3n)C(F)c4ccncc4</chem>
X54	 <chem>C1CCN(C1)Cc2ccc(cc2)C(=O)c3ccc(cc3)S(=O)(=O)N</chem>
X55	 <chem>C1CCN(C1)Cc2ccc(cc2)C(=O)c3ccc(cc3)C4=CC=CC=C4N</chem>
X56	 <chem>C1CCN(C1)Cc2ccc(cc2)C(=O)c3ccc(cc3)C4=CC=CC=C4N</chem>
X57	 <chem>C1CCN(C1)Cc2ccc(cc2)C(=O)c3ccc(cc3)C4=CC=CC=C4N</chem>

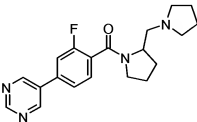
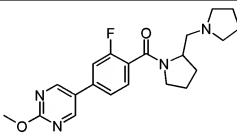
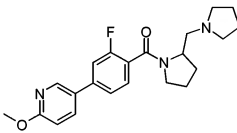
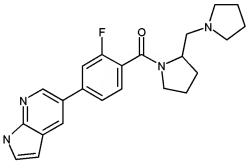
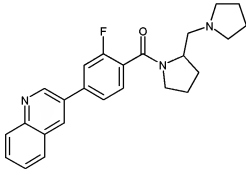
X58	
X59	
X60	
X61	
X62	
X63	

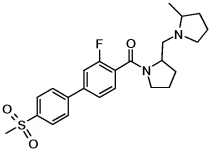
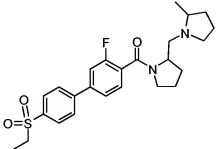
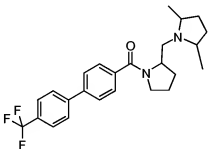
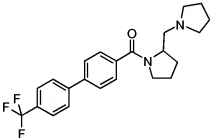
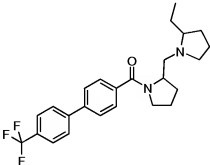
X64	
X65	
X66	
X67	
X68	

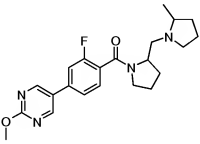
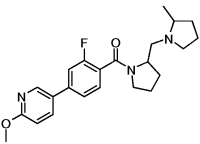
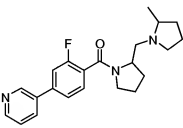
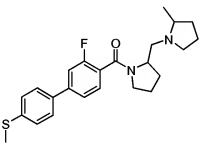
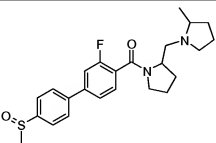
X69	
X70	
X71	
X72	
X73	

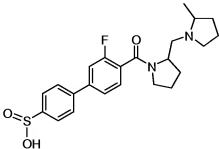
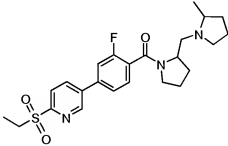
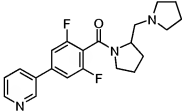
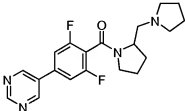
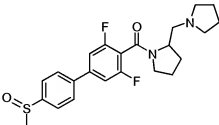
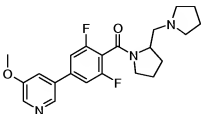
X74	 <chem>COc1ccc(cc1OC(F)(F)F)-c2ccc(cc2F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>
X75	 <chem>COc1cc(OC)ccc1-c2ccc(cc2F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>
X76	 <chem>COc1ccc(cc1)-c2ccc(cc2F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>
X77	 <chem>COc1cc(OC)ccc1-c2ccc(cc2F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>
X78	 <chem>Fc1ccc(cc1)-c2ccc(cc2F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>
X79	 <chem>C1=CC=C2C(=C1)OC3=CC=CC=C3O2-c4ccc(cc4F)C(=O)N(CCN1CCCC1)C1CCCC1</chem>

X80	 <chem>Oc1ccc2c(c1)OCO2c1ccc(cc1C(=O)N(CCN2CCCC2)F)c3ccccc3</chem>
X81	 <chem>C1CCN(C1)c2ccc(cc2-c3ccc(cc3C(=O)N(CCN4CCCC4)F)c5ccccc5</chem>
X82	 <chem>NS(=O)(=O)c1ccc(cc1-c2ccc(cc2C(=O)N(CCN3CCCC3)F)c4ccccc4</chem>
X83	 <chem>CCS(=O)(=O)c1ccc(cc1-c2ccc(cc2C(=O)N(CCN3CCCC3)F)c4ccccc4</chem>
X84	 <chem>COS(=O)(=O)c1ccc(cc1-c2ccc(cc2C(=O)N(CCN3CCCC3)F)c4ccccc4</chem>

X85	 <chem>CC1CCN(C1)CC(=O)c2cc(F)cc(cc2c3ccncc3)C4=CC=CC=C4</chem>
X86	 <chem>COc1ccncc1-c2cc(F)cc(cc2c3ccncc3)C4=CC=CC=C4C5CCN(C5)CC(=O)c6cc(F)cc(cc6c7ccncc7)C8=CC=CC=C8</chem>
X87	 <chem>COc1ccncc1-c2cc(F)cc(cc2c3ccncc3)C4=CC=CC=C4C5CCN(C5)CC(=O)c6cc(F)cc(cc6c7ccncc7)C8=CC=CC=C8</chem>
X88	 <chem>C1CCN(C1)CC(=O)c2cc(F)cc(cc2c3ccncc3)C4=CC=CC=C4C5=CC=C6C(=C5)N=C6</chem>
X89	 <chem>C1CCN(C1)CC(=O)c2cc(F)cc(cc2c3ccncc3)C4=CC=CC=C4C5=CC=C6C(=C5)N=C6C7=CC=CC=C7</chem>

X90	
X91	
X92	
X93	
X94	

X100	 <chem>COc1ccc(cc1N2C=NC(=O)N2)-c3ccc(cc3F)C(=O)N(CC4CCCC4C)N5CCCC5C</chem>
X101	 <chem>COc1ccc(cc1N2C=NC(=O)N2)-c3ccc(cc3F)C(=O)N(CC4CCCC4C)N5CCCC5C</chem>
X102	 <chem>c1ccc(cc1N2C=NC(=O)N2)-c3ccc(cc3F)C(=O)N(CC4CCCC4C)N5CCCC5C</chem>
X103	 <chem>CSc1ccc(cc1N2C=NC(=O)N2)-c3ccc(cc3F)C(=O)N(CC4CCCC4C)N5CCCC5C</chem>
X104	 <chem>CS(=O)(=O)c1ccc(cc1N2C=NC(=O)N2)-c3ccc(cc3F)C(=O)N(CC4CCCC4C)N5CCCC5C</chem>

X105	 <chem>CS(=O)(=O)c1ccc(cc1)-c2ccc(F)cc2C(=O)NCC3CCCN3C</chem>
X106	 <chem>CCS(=O)(=O)c1ccncc1-c2ccc(F)cc2C(=O)NCC3CCCN3C</chem>
X107	 <chem>c1ccc(cc1)-c2cc(F)c(C(=O)NCC3CCCN3C)c(F)c2-c4ccncc4</chem>
X108	 <chem>c1ccc(cc1)-c2cc(F)c(C(=O)NCC3CCCN3C)c(F)c2-c4ccncc4</chem>
X109	 <chem>CS(=O)(=O)c1ccc(cc1)-c2cc(F)c(C(=O)NCC3CCCN3C)c(F)c2</chem>
X110	 <chem>COc1cccc(c1)-c2ccc(cc2)-c3cc(F)c(C(=O)NCC4CCCN4C)c(F)c3</chem>

X111	
X112	
X113	
X114	
X115	

or a pharmaceutically acceptable salt or solvate thereof.

13. (Original) The compound of claim 1, selected from the group consisting of
 (2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethyl-biphenyl-4-
 yl)-methanone;

- (2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(2'-trifluoromethyl-biphenyl-4-yl)-methanone;
- (4'-Chloro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 5 (2'-Chloro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4-(6-Methyl-pyridin-2-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4'-(5-Methyl-[1,3,4]oxadiazol-2-yl)-biphenyl-4-yl]-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 10 (3-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone trifluoroacetate;
- (3, 2'-Difluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone trifluoroacetate;
- 15 (2'-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone trifluoroacetate;
- (4'-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone trifluoroacetate;
- (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(3'-chloro-biphenyl-4-yl)-methanone;
- 20 (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(3'-trifluoromethyl-biphenyl-4-yl)-methanone;
- (4-Pyrimidin-5-yl-phenyl)- (2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 25 (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-[4-(6-trifluoromethyl-pyridin-3-yl)]-methanone;
- (3-Chloro-4'-methanesulfonyl-biphenyl-4-yl)- (2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (4-Pyridin-3-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 30 (4-Pyridin-2-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carbonitrile;
- (4-Pyridin-2-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (4-Pyridin-4-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

- 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid dimethylamide;
- 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid tert-butylamide;
- 5 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid amide;
- 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid tert-butyl-methyl-amide;
- 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid methylamide;
- 10 1-{6-[4-(2-S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl]-phenyl}-pyridin-3-yl}-ethanone;
- 4'-(2-(S)-Pyrrolidin-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carboxylic acid methylamide hydrochloride salt;
- 15 4'-(2-(S)-Pyrrolidin-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carboxylic acid dimethylamide hydrochloride salt;
- 4'-(Methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4'-(Pyrrolidine-1-carbonyl)-biphenyl-4-yl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 20 (3-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- N-[4'-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;
- 25 N-[4'-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-3-yl]-methanesulfonamide;
- (3'-Methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4-(6-Ethanesulfonyl-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone dihydrochloride salt;
- 30 [4-(6-Ethanesulfonyl-pyridin-3-yl)-2-fluoro-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone dihydrochloride salt;
- N-{5-[4-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-phenyl]-pyridin-2-yl}-methanesulfonamide dihydrochloride salt;

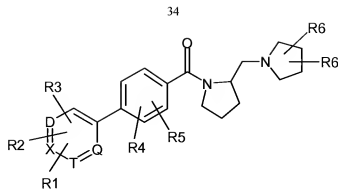
- (2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethanesulfonyl-biphenyl-4-yl)-methanone hydrochloride salt;
- N-[3-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;
- 5 (4'-Ethanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(4'-Nitro-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(4'-Amino-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 10 (S)-(4'-Methoxy-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(4'-Bromo-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(2'-Nitro-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 15 (S)-(4'-Ethyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-Biphenyl-4-yl-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 20 (S)-(4'-Propyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-[4'-(2-Piperidin-1-yl-ethoxy)-biphenyl-4-yl]-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(4'-tert-Butyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 25 (S)-(4'-Hexyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (S)-(2-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-[1,1'; 3',1'']terphenyl-4-yl-methanone;
- 30 3-Fluoro-4-pyridin-4-yl-phenyl)-(2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (2-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)- (2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

- [4-(2-Methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4-(6-Methoxy-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 5 (4-Benzo[1,3]dioxol-5-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4-(2,3-Dihydro-benzo[1,4]dioxin-6-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (2-Fluoro-4-pyridin-4-yl-phenyl)-(2 (S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 10 [2-(S)-(2-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone isomer 1;
- [2-(S)-(2-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone isomer 2;
- 15 (2-Fluoro-3-pyridin-4-yl-phenyl)-(2 (S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (4'-Methanesulfonyl-4-trifluoromethyl-biphenyl-3-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (5-Pyridin-4-yl-2-trifluoromethyl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 20 (3,5-Difluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (2,6-Difluoro-4-pyridin-4-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 25 [2,6-Difluoro-4-(2-methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- N-[3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;
- N-[3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-N-methyl-methanesulfonamide;
- 30 [2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
- (3-Fluoro-3'-trifluoromethyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

- (3-Fluoro-4'-trifluoromethyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-3-carbonitrile;
- 5 (3-Fluoro-3'-trifluoromethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (3-Fluoro-4'-trifluoromethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (3-Fluoro-2', 4'-dimethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 10 (3-Fluoro-4'-methoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (3-Fluoro-3', 4'-dimethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 15 (3,4'-Difluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (4-Benzo[1,3]dioxol-5-yl-2-fluoro-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [4-(2,3-Dihydro-benzo[1,4]dioxin-6-yl)-2-fluoro-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 20 (3-Fluoro-3'-pyrrolidin-1-yl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (3-Fluoro-3'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 25 (4'-Ethanesulfonyl-3-fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (3-Fluoro-4'-methanesulfinyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (2-Fluoro-4-pyrimidin-5-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 30 [2-Fluoro-4-(2-methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [2-Fluoro-4-(6-methoxy-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

- [2-Fluoro-4-(1H-indol-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
 (2-Fluoro-4-quinolin-3-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
 5 (3-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;
 (4'-Ethanesulfonyl-3-fluoro-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;
 [2-(2,5-*trans*-Dimethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
 10 [2-(2,5-*cis*-Dimethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
 (2-(R)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
 15 [2-(S)-(2-(R)-Ethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
 [2-(S)-(2-(S)-Fluoromethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
 (4'-methanesulfonyl-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;
 20 (4'-Cyclopropanecarbonyl-3-fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
 Cyclopropyl-{3'-fluoro-4'-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidine-1-carbonyl]-biphenyl-4-yl}-methanone;
 25 (3,5-Difluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;
 (2-Fluoro-4-[2-methoxy-pyrimidin-5-yl]-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone L-tartrate;
 (2-Fluoro-4-[6-methoxy-pyridin-3-yl]-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;
 30 (2-Fluoro-4-pyridin-3-yl-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;
 (3-Fluoro-4'-methylthio-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

- (3-Fluoro-4'-methanesulfinyl-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;
- 3'-Fluoro-4-[(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidine-1-carbonyl]-biphenyl-4-sulfonic acid;
- 5 [4-(6-Ethanesulfonyl-pyridin-3-yl)-2-fluoro-phenyl]-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone dihydrochloride salt;
- (2,6-Difluoro-4-pyridin-3-yl-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- (2,6-Difluoro-4-pyrimidin-5-yl-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- 10 (3,5-Difluoro-4'-methanesulfinyl-biphenyl-4-yl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
- [(2,6-Difluoro-4-(5-methoxy-pyridin-3-yl)-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone];
- 15 [2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-(4-pyrimidin-2-yl-phenyl)-methanone;
- [4-(6-Methoxy-pyridin-2-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;
- [2-Fluoro-4-(6-fluoro-pyridin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;
- 20 [4-(6-Fluoro-pyridin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone; and
- [4-(6-Methyl-pyridazin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone,
- 25 or a pharmaceutically acceptable salt thereof.
14. (Currently amended) A pharmaceutical composition which comprises a ~~compound~~ of any of claims 1-13 and a pharmaceutically acceptable carrier and a compound structurally represented by Formula I,



or a pharmaceutically acceptable salt thereof wherein:

Q, T, X, and D independently represent carbon or nitrogen, provided that no more than two of Q, T, X, and D are nitrogen;

R1, R2, and R3 are independently at each occurrence

-H, -halogen, -(C₁-C₇) alkyl, -CN, -C(O)R₇, -C(O)(C₁-C₃)cycloalkyl, -C(O)NR₇R₈, -OCF₃, -OR₇, -NO₂, -NR₇R₈, -NR₉SO₂, R₇, -NR₉C(O)R₇, -NR₉CO₂R₇, -NR₉C(O)NR₇R₈, -SR₇, -SO₂R₇, -SO₂CF₃, -SO₂NR₇R₈, -S(O)R₇, -O(CH₂)_mNR₇R₈, -heteroaryl-R₉, -phenyl-R₉, provided however that wherein D is nitrogen, then R1 or R2 or R3 are not attached to D, and provided that wherein X is nitrogen, then R1 or R2 or R3 are not attached to X, and provided that wherein T is nitrogen, then R1 or R2 or R3 are not attached to T, and provided that wherein Q is nitrogen, then R1 or R2 or R3 are not attached to Q;

and further provided that when D and X are carbon, then R1 and R2 can



combine to form a 5 or 6 membered ring with D and X, wherein the ring so formed may optionally include one double bond in the case of a five membered ring or two double bonds in the case of a six membered ring, and wherein one to three ring atoms may optionally be heteroatoms independently selected from N, O, or S; wherein m is 1, 2, 3 or 4;

R4 and R5 are independently at each occurrence

-H, -OH, -halogen, -CF₃H, -CF₃, -(C₁-C₃)alkyl, -O-(C₁-C₃) alkyl,

R6 is independently at each occurrence

-H, -halogen, -CF₃, -(C₁-C₃) alkyl, -NH₂, -NR₇R₈, -OH, -OR₇;

R₇ and R₈ are independently at each occurrence

-H, -(C₁-C₆) alkyl,

wherein R₇ and R₈ can combine with the atom to which they are attached

5 to form a 3 to 7 membered ring; and

R₉ is independently at each occurrence -H, or -(C₁-C₃) alkyl.

15. (Canceled)
16. (Canceled)
17. (Canceled)
- 10 18. (Currently amended) A method for treatment or prevention of obesity which comprises administering to a mammal in need of such treatment or prevention an effective amount of a compound of ~~any of Claims 1-13.~~
19. (Canceled)
20. (Canceled)
- 15 21. (Canceled)
22. (Canceled)